

# Exhibit A

SUPREME COURT OF THE STATE OF NEW YORK  
COUNTY OF NEW YORK

In the matter of the application of

WELLS FARGO BANK, NATIONAL ASSOCIATION,  
U.S. BANK NATIONAL ASSOCIATION, THE BANK OF  
NEW YORK MELLON, THE BANK OF NEW YORK  
MELLON TRUST COMPANY, N.A., WILMINGTON  
TRUST, NATIONAL ASSOCIATION, HSBC BANK USA,  
N.A., and DEUTSCHE BANK NATIONAL TRUST  
COMPANY (as Trustees, Indenture Trustees, Securities  
Administrators, Paying Agents, and/or Calculation Agents of  
Certain Residential Mortgage-Backed Securitization Trusts),

Petitioners,

For Judicial Instructions under CPLR Article 77 on the  
Administration and Distribution of a Settlement Payment.

Index No. 657387/2017

IAS Part 60

Honorable Marcy S. Friedman

**[PROPOSED] ORDER  
GRANTING MOTION TO  
FILE UNDER SEAL**

**WHEREAS**, the Court has considered the motion (the “Sealing Motion”) of Tilden Park Investment Master Fund LP, Tilden Park Management I LLC and Tilden Park Capital Management LP, on behalf of themselves and their advisory clients (collectively, “Tilden Park”), AEGON USA Investment Management, LLC, BlackRock Financial Management, Inc., Cascade Investment, LLC, the Federal Home Loan Bank of Atlanta, the Federal Home Loan Mortgage Corporation (Freddie Mac), the Federal National Mortgage Association (Fannie Mae), the Federal National Mortgage Association (Fannie Mae), Goldman Sachs Asset Management L.P., Voya Investment Management LLC, Invesco Advisers, Inc., Kore Advisers, L.P., Metropolitan Life Insurance Company, Pacific Investment Management Company LLC, Teachers Insurance and Annuity Association of America, the TCW Group, Inc., Thrivent Financial for Lutherans, Western Asset Management Company (collectively, with the other

parties listed after Tilden Park, the “Institutional Investors”), American General Life Insurance Company, American Home Assurance Company, Lexington Insurance Company, National Union Fire Insurance Company of Pittsburgh, Pa., The United States Life Insurance Company in the City of New York, The Variable Annuity Life Insurance Company (collectively, with the other parties listed after the Institutional Investors, “the AIG Parties”), DW Partners LP, Olifant Fund, Ltd., FYI Ltd., and FFI Fund Ltd. (collectively, with the other parties listed after DW Partners LP, the “Olifant Funds,” and together with all of the aforementioned parties, the “Challenging Respondents”) for an order: (i) permitting the Challenging Respondents to file under seal an exhibit to the Consolidated Memorandum of Law in Support of Joint Motion to Limit Standing to Certificateholders in the Settlement Trusts (the “Joint Motion Papers”); and (ii) permitting Tilden Park to file under seal unredacted versions of (a) its memorandum of law in support of its motion to limit standing with respect to one particular Settlement Trust (the “Tilden Park Motion”), and (b) the affirmation of Philip Bentley, together with exhibits, filed in support of the Tilden Park Motion (together, the “Tilden Park Motion Papers”);

**WHEREAS**, after consideration of the Sealing Motion, good cause exists to grant the Sealing Motion to protect confidential information;

**ACCORDINGLY**, it is hereby

**ORDERED**, that the Sealing Motion is granted; and it is further

**ORDERED**, that the Challenging Respondents are permitted to file an exhibit to the Joint Motion Papers under seal, and Tilden Park is permitted to file unredacted versions of the Tilden Park Motion Papers under seal, provided that unredacted copies of exhibits and other moving papers are provided to the Court and served on the parties to this proceeding, together with notice

that papers include confidential information that must be maintained on an “attorney’s eyes only” basis pursuant to the Court’s February 13, 2018 Scheduling Order; and it is further;

**ORDERED**, that thereafter, or until further order of this Court, the County Clerk shall deny access to such sealed documents to anyone (other than the staff of the Court or the County Clerk); and it is further

**ORDERED**, that, except with respect to the non-confidential portions of the Joint Motion Papers and the Tilden Park Motion Papers that have been publicly filed, counsel to the Challenging Respondents and Tilden Park shall not reference the contents of the sealed documents in any public filing, or otherwise disclose such contents, and shall file any documents so referencing such information under seal pending further order of the Court; and it is further

**ORDERED** that the Clerk of New York County be, and hereby is, directed to enter this Order forthwith and without delay.

Dated: New York, New York

\_\_\_\_\_, 2018

\_\_\_\_\_  
Hon. Marcy Friedman J.S.C.

Judgment signed and entered this \_\_\_\_\_ day of \_\_\_\_\_ 2018.

\_\_\_\_\_  
Clerk of New York County